

KATHRYN MARIE WELSH, P.A.

(727) 573-1609 FAX (727) 572-1936  
2861 Executive Drive  
Suite 200  
Clearwater, Florida 33762

**P020000085595**

July 18, 2002

Secretary of State  
Corporate Division  
Tallahassee, Florida 32304

500006551705--9  
-07/22/02--01058--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **K & B VENTURES, INC.**

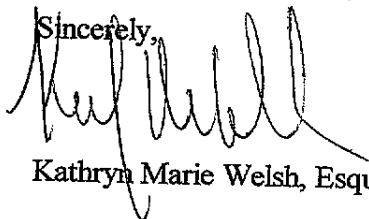
Dear Sir:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation.  
In addition, a check in the sum of \$78.75 enclosed which represents the following fees:

Filing Fee  
Certified Copy  
Registered Agent fee

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,

  
Kathryn Marie Welsh, Esquire

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 AUG -5 PM 3:50

KMW/dc

Enclosure

W-2-1184  
8-2



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 23, 2002

KATHRYN MARIE WELSH, ESQ  
2861 EXECUTIVE DR STE 200  
CLEARWATER, FL 33762

SUBJECT: K & B VENTURES, INC.  
Ref. Number: W02000021181

We have received your document for K & B VENTURES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6915.

Janice Love-Washington  
Document Specialist  
New Filing Section

Letter Number: 002A00044752

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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<sup>OF</sup>  
K+B Commercial Ventures, Inc.  
~~K & B VENTURES, INC.~~

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be ~~K & B VENTURES, INC.~~  
Commercial Ventures, Inc.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise depose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding seventy five thousand (75,000.00) shares which shall be designated common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Street address of the principle office of the corporation in the State of Florida is 2861 Executive Drive, Suite 200, Clearwater, FL 33762. The initial Street address of the registered office of the corporation in the state of Florida is 2861 Executive Drive, Suite 200, Clearwater, FL 33762. The name

of the initial registered agent of the corporation at such address is Kathryn M. Welsh.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one (1).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name(s) and address(es) of the initial member(s) of the Board of Directors, who shall hold office until (his, her, their) successors are duly elected and have qualified, (is, are):

<u>Name</u>	<u>Address</u>
Kathryn M. Welsh, Esquire	2861 Executive Drive, Suite 200 Clearwater, FL 33762

#### ARTICLE VII - INCORPORATOR

The name and Street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Kathryn M. Welsh, Esquire	2861 Executive Drive, Suite 200 Clearwater, FL 33762

#### ARTICLE VIII - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase

price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and (ii) no preemptive rights shall be exercisable if the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

#### ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.

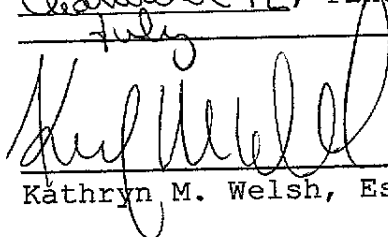
#### ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at 2861 Executive Drive, Suite 200, Clearwater FL, Pinellas County, Florida, this 18 day of July, 2002.

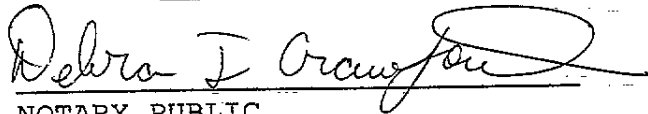
  
Kathryn M. Welsh, Esquire

STATE OF FLORIDA       )  
                                  ) S.S.  
COUNTY OF PINELLAS   )

BEFORE ME the undersigned authority, personally appeared

Kathryn M. Welsh, to me well known and known to me to be the person described in and who executed the foregoing instrument, who has produced a Florida driver's license as identification and who did take an oath.

Sworn to and subscribed before me this 18<sup>th</sup> day of July, 2002.



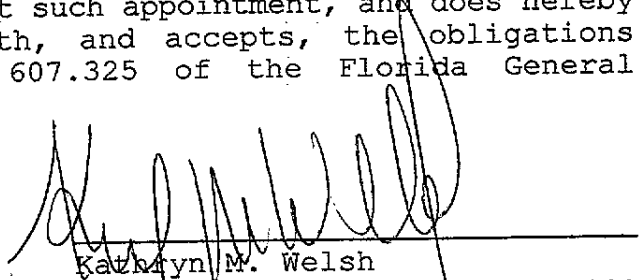
NOTARY PUBLIC

My Commission Expires:

DEBRA I. CRAWFORD  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC873685  
EXPIRES 9/22/2003  
BONDED THRU ASA 1-888-NOTARY1

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Kathryn M. Welsh, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to section 607.325 of the Florida General Corporation Act.



Kathryn M. Welsh  
2861 Executive Drive, Suite 200  
Clearwater, FL 33762

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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